

RECORDATION NO.

28010 -
FILED

OCT 23 '09 -2 15 PM

SURFACE TRANSPORTATION BOARD

ELIAS C ALVORD (1942)
ELSWORTH C ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N W
SUITE 301
WASHINGTON, DC
20036
—
(202) 393-2266
FAX (202) 393-2156
E-MAIL alvordlaw@aol.com

OF COUNSEL
URBAN A LESTER

October 23, 2009

Anne K. Quinlan, Esq.
Acting Secretary
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Partial Termination and Release of Security Interest, dated as of October 20, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents

The enclosed document relates to the Security Agreement, Memoranda of which were previously filed with the Board under Recordation Number 28010 and 28010-A.

The name and address of the party to the enclosed document are

Secured Party: Barclays Bank PLC, as Collateral Agent
745 Seventh Avenue
New York, New York 10019

[Grantors. The CIT Group/Equipment Financing, Inc.
The CIT Group/Corporate Aviation, Inc.
C.I.T. Leasing Corporation.
c/o CIT Group Inc.
1 CIT Drive
Livingston, New Jersey 07039]

Anne K. Quinlan, Esq.

October 23, 2009

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A description of the railroad equipment covered by the enclosed document is.

476 railcars within the series CGCX 20000 - CGCX 20699 as more particularly set forth in the equipment schedule attached to the document.

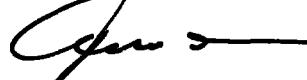
A short summary of the document to appear in the index is:

Partial Termination and Release of Security Interest.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/sem

Enclosures

PARTIAL TERMINATION AND RELEASE OF SECURITY INTEREST

The undersigned, BARCLAYS BANK PLC, as Administrative Agent and the Collateral Agent (as defined in the Security Agreement described below) for the Secured Parties (in such capacity, the "Collateral Agent"), does hereby terminate, release and discharge the security interest held by it on that certain railroad equipment identified on Exhibit A attached hereto (the "Released Equipment"), without recourse, representation or warranty.

Such security interest was granted pursuant to that certain Amended and Restated Collateral Agreement, dated as of July 29, 2009 (as the same may be amended, restated, supplemented or otherwise modified from time to time, the "Security Agreement"), pursuant to which, among other things, The CIT Group/Equipment Financing, Inc , The CIT Group/Corporate Aviation, Inc. and C.I.T. Leasing Corporation (collectively, the "Grantors"), granted to the Collateral Agent (including any successor administrative agent), for the benefit of the Secured Parties, a lien on, and security interest in, all of its right, title and interest in, to and under, *inter alia*, certain of each such Grantor's railcars and other rolling stock, whether now owned or hereafter acquired, Memoranda of which were recorded with the Surface Transportation Board under Recordation Nos. 28010 and 28010-A.

This Instrument shall be governed by, and construed in accordance with, the law of the State of New York

THIS INSTRUMENT is executed upon the express conditions that (a) nothing herein contained shall be construed to release from the lien of the aforesaid Security Agreement or to impair said lien upon any property subject thereto, except the Released Equipment and (b) the foregoing release shall not apply to the proceeds of the disposition of the Released Equipment. Except as provided above, the Collateral Documents as defined in the Credit Agreement remain in full force and effect. Nothing contained in this instrument will be construed as a release, waiver or amendment of any provision of any Collateral Document as defined in the Credit Agreement other than as expressly provided above.

[Signature pages follow]

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SURFACE TRANSPORTATION BOARD

BARCLAYS BANK PLC,
as Collateral Agent

By:

Name: Ann E. Sutton
Title: Vice President

STATE OF)
)
 ss.
COUNTY OF)

On this 20th day of OCTOBER, 2009, before me, the undersigned Notary Public, personally appeared ANN E. SUTTON, personally known to me to be the person who executed the within instrument as the VICE PRESIDENT of BARCLAYS BANK PLC, and acknowledged to me that the corporation executed it.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal in the County and State aforesaid, the day and year first above written.

Tony.
NOTARY PUBLIC

My Commission Expires:

TONI BRAGA
Notary Public State of New York
Qualified in Queens County
018R6116475
Comm. Exp - 10/04/2010

Exhibit A

Four hundred seventy six (476) 4,750 c.f covered hopper cars, marked and numbered as follows:

INITIAL	NUMBER	48	CGCX	20059	96	CGCX	20119	
1	CGCX	20000	49	CGCX	20062	97	CGCX	20121
2	CGCX	20001	50	CGCX	20064	98	CGCX	20123
3	CGCX	20003	51	CGCX	20065	99	CGCX	20125
4	CGCX	20005	52	CGCX	20066	100	CGCX	20126
5	CGCX	20006	53	CGCX	20067	101	CGCX	20127
6	CGCX	20007	54	CGCX	20068	102	CGCX	20128
7	CGCX	20008	55	CGCX	20069	103	CGCX	20129
8	CGCX	20009	56	CGCX	20073	104	CGCX	20130
9	CGCX	20010	57	CGCX	20074	105	CGCX	20132
10	CGCX	20012	58	CGCX	20075	106	CGCX	20133
11	CGCX	20014	59	CGCX	20077	107	CGCX	20134
12	CGCX	20015	60	CGCX	20079	108	CGCX	20136
13	CGCX	20016	61	CGCX	20080	109	CGCX	20137
14	CGCX	20017	62	CGCX	20081	110	CGCX	20139
15	CGCX	20018	63	CGCX	20083	111	CGCX	20141
16	CGCX	20019	64	CGCX	20084	112	CGCX	20142
17	CGCX	20020	65	CGCX	20085	113	CGCX	20143
18	CGCX	20021	66	CGCX	20086	114	CGCX	20145
19	CGCX	20022	67	CGCX	20087	115	CGCX	20147
20	CGCX	20023	68	CGCX	20088	116	CGCX	20148
21	CGCX	20024	69	CGCX	20089	117	CGCX	20150
22	CGCX	20026	70	CGCX	20090	118	CGCX	20153
23	CGCX	20028	71	CGCX	20091	119	CGCX	20155
24	CGCX	20029	72	CGCX	20092	120	CGCX	20160
25	CGCX	20030	73	CGCX	20093	121	CGCX	20162
26	CGCX	20031	74	CGCX	20094	122	CGCX	20163
27	CGCX	20032	75	CGCX	20095	123	CGCX	20164
28	CGCX	20033	76	CGCX	20096	124	CGCX	20165
29	CGCX	20034	77	CGCX	20097	125	CGCX	20166
30	CGCX	20035	78	CGCX	20098	126	CGCX	20167
31	CGCX	20036	79	CGCX	20100	127	CGCX	20168
32	CGCX	20038	80	CGCX	20101	128	CGCX	20169
33	CGCX	20040	81	CGCX	20102	129	CGCX	20170
34	CGCX	20041	82	CGCX	20103	130	CGCX	20171
35	CGCX	20042	83	CGCX	20104	131	CGCX	20174
36	CGCX	20043	84	CGCX	20105	132	CGCX	20175
37	CGCX	20045	85	CGCX	20106	133	CGCX	20178
38	CGCX	20048	86	CGCX	20107	134	CGCX	20180
39	CGCX	20049	87	CGCX	20108	135	CGCX	20181
40	CGCX	20051	88	CGCX	20109	136	CGCX	20185
41	CGCX	20052	89	CGCX	20111	137	CGCX	20186
42	CGCX	20053	90	CGCX	20112	138	CGCX	20189
43	CGCX	20054	91	CGCX	20114	139	CGCX	20191
44	CGCX	20055	92	CGCX	20115	140	CGCX	20192
45	CGCX	20056	93	CGCX	20116	141	CGCX	20193
46	CGCX	20057	94	CGCX	20117	142	CGCX	20194
47	CGCX	20058	95	CGCX	20118	143	CGCX	20195

144	CGCX	20196	194	CGCX	20274	244	CGCX	20348
145	CGCX	20197	195	CGCX	20277	245	CGCX	20349
146	CGCX	20198	196	CGCX	20278	246	CGCX	20350
147	CGCX	20199	197	CGCX	20279	247	CGCX	20351
148	CGCX	20201	198	CGCX	20282	248	CGCX	20352
149	CGCX	20202	199	CGCX	20284	249	CGCX	20353
150	CGCX	20205	200	CGCX	20286	250	CGCX	20354
151	CGCX	20206	201	CGCX	20287	251	CGCX	20355
152	CGCX	20207	202	CGCX	20288	252	CGCX	20358
153	CGCX	20208	203	CGCX	20289	253	CGCX	20359
154	CGCX	20210	204	CGCX	20290	254	CGCX	20360
155	CGCX	20211	205	CGCX	20292	255	CGCX	20361
156	CGCX	20212	206	CGCX	20293	256	CGCX	20362
157	CGCX	20213	207	CGCX	20295	257	CGCX	20363
158	CGCX	20216	208	CGCX	20296	258	CGCX	20364
159	CGCX	20217	209	CGCX	20297	259	CGCX	20365
160	CGCX	20218	210	CGCX	20298	260	CGCX	20366
161	CGCX	20219	211	CGCX	20299	261	CGCX	20367
162	CGCX	20220	212	CGCX	20300	262	CGCX	20369
163	CGCX	20222	213	CGCX	20302	263	CGCX	20371
164	CGCX	20224	214	CGCX	20303	264	CGCX	20372
165	CGCX	20225	215	CGCX	20305	265	CGCX	20374
166	CGCX	20227	216	CGCX	20308	266	CGCX	20375
167	CGCX	20228	217	CGCX	20309	267	CGCX	20378
168	CGCX	20229	218	CGCX	20310	268	CGCX	20382
169	CGCX	20230	219	CGCX	20311	269	CGCX	20383
170	CGCX	20231	220	CGCX	20312	270	CGCX	20384
171	CGCX	20232	221	CGCX	20314	271	CGCX	20386
172	CGCX	20233	222	CGCX	20315	272	CGCX	20387
173	CGCX	20234	223	CGCX	20318	273	CGCX	20388
174	CGCX	20236	224	CGCX	20320	274	CGCX	20389
175	CGCX	20237	225	CGCX	20321	275	CGCX	20391
176	CGCX	20241	226	CGCX	20322	276	CGCX	20394
177	CGCX	20242	227	CGCX	20325	277	CGCX	20395
178	CGCX	20245	228	CGCX	20327	278	CGCX	20396
179	CGCX	20247	229	CGCX	20328	279	CGCX	20398
180	CGCX	20249	230	CGCX	20329	280	CGCX	20400
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184	CGCX	20258	234	CGCX	20334	284	CGCX	20404
185	CGCX	20259	235	CGCX	20336	285	CGCX	20405
186	CGCX	20262	236	CGCX	20337	286	CGCX	20406
187	CGCX	20263	237	CGCX	20339	287	CGCX	20407
188	CGCX	20266	238	CGCX	20341	288	CGCX	20408
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297	CGCX	20422	347	CGCX	20490	397	CGCX	20579	
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299	CGCX	20424	349	CGCX	20495	399	CGCX	20581	
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301	CGCX	20427	351	CGCX	20502	401	CGCX	20585	
302	CGCX	20429	352	CGCX	20503	402	CGCX	20586	
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304	CGCX	20431	354	CGCX	20507	404	CGCX	20589	
305	CGCX	20433	355	CGCX	20508	405	CGCX	20592	
306	CGCX	20435	356	CGCX	20509	406	CGCX	20593	
307	CGCX	20437	357	CGCX	20510	407	CGCX	20594	
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447	CGCX	20661	459	CGCX	20675	471	CGCX	20691
448	CGCX	20662	460	CGCX	20676	472	CGCX	20693
449	CGCX	20664	461	CGCX	20678	473	CGCX	20696
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454	CGCX	20670	466	CGCX	20683			
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